

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
GlucoTec, Inc.		05/04/2012	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Aseko, Inc.		
Street Address:	665 N. Academy Street		
City:	Greenville		
State/Country:	SOUTH CAROLINA		
Postal Code:	29601		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	85615948	GLYTEC	
Serial Number:	85608828	'ASEK	
Serial Number:	85593337	ASEKO	
CORRESPONDENCE DATA			
Fax Number:	2485668531		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	248-566-8530		
Email:	tmdocketing@honigman.com		
Correspondent Name:	Honigman Miller Schwartz and Cohn, LLP		
Address Line 1:	39400 Woodward Avenue, Suite 101		
Address Line 4:	Bloomfield Hills, MICHIGAN 48304		
ATTORNEY DOCKET NUMBER:	223287-327248		
NAME OF SUBMITTER:	Julie E. Kretzschmer		

CH \$90.00 85615948

Signature:	/Julie E. Kretzschmer/
Date:	05/31/2012
<p>Total Attachments: 24</p> <p>source=Glucotec Name Change#page1.tif source=Glucotec Name Change#page2.tif source=Glucotec Name Change#page3.tif source=Glucotec Name Change#page4.tif source=Glucotec Name Change#page5.tif source=Glucotec Name Change#page6.tif source=Glucotec Name Change#page7.tif source=Glucotec Name Change#page8.tif source=Glucotec Name Change#page9.tif source=Glucotec Name Change#page10.tif source=Glucotec Name Change#page11.tif source=Glucotec Name Change#page12.tif source=Glucotec Name Change#page13.tif source=Glucotec Name Change#page14.tif source=Glucotec Name Change#page15.tif source=Glucotec Name Change#page16.tif source=Glucotec Name Change#page17.tif source=Glucotec Name Change#page18.tif source=Glucotec Name Change#page19.tif source=Glucotec Name Change#page20.tif source=Glucotec Name Change#page21.tif source=Glucotec Name Change#page22.tif source=Glucotec Name Change#page23.tif source=Glucotec Name Change#page24.tif</p>	

Delaware

PAGE 1

The First State

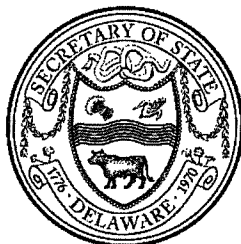
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "GLUCOTEC, INC.", CHANGING ITS NAME FROM "GLUCOTEC, INC." TO "ASEKO, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF MAY, A.D. 2012, AT 12:23 O'CLOCK P.M.

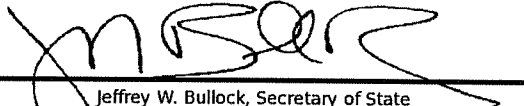
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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120512151

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9554200

DATE: 05-07-12

TRADEMARK
REEL: 004792 FRAME: 0275

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
GLUCOTEC, INC.**

The undersigned Chief Executive Officer and President hereby certifies that:

1. He is the duly elected and acting Chief Executive Officer and President of the Corporation.
2. The Corporation's Certificate of Incorporation was originally filed with the Secretary of State of Delaware on January 3, 2008 under the name "Glucotec, Inc."
3. The Corporation's Certificate of Incorporation is hereby amended and restated to read in full as follows:

**ARTICLE I
NAME**

The name of the corporation is ASEKO, INC. (the "*Corporation*").

**ARTICLE II
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

**ARTICLE III
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law (the "*DGCL*").

**ARTICLE IV
AUTHORIZED STOCK AND RELATIVE RIGHTS**

A. The Corporation is authorized to issue two classes of stock to be designated, respectively, "*Common Stock*" and "*Preferred Stock*". The total number of shares that the Corporation is authorized to issue is One Hundred Twenty Million (120,000,000) shares, each with a par value of \$0.001 per share. One Hundred Million (100,000,000) shares shall be Common Stock and Twenty Million (20,000,000) shares shall be Preferred Stock.

B. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation (the "*Board of Directors*") is hereby expressly authorized to provide for the issue of all or any of the shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting

powers, full or limited, or no voting powers, and such designation, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such shares and as may be permitted by the DGCL. The Board of Directors is also expressly authorized to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be decreased in accordance with the foregoing sentence, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the Common Stock, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any certificate of designation filed with respect to any series of Preferred Stock. Pursuant to the authority conferred by this Article IV upon the Board of Directors, the Board of Directors created a series of shares of Preferred Stock designated as Series A Preferred Stock by filing a Certificate of Designations of the Company with the Secretary of State of the State of Delaware on September 7, 2011, and the voting powers, designations, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions of the Company's Series A Preferred Stock are set forth in Appendix A hereto and are incorporated herein by reference.

C. Each outstanding share of Common Stock shall entitle the holder thereof to one vote on each matter properly submitted to the stockholders of the Corporation for their vote; provided, however, that, except as otherwise required by law, holders of Common Stock shall not be entitled to vote on any amendment to this Amended and Restated Certificate of Incorporation (including any certificate of designation filed with respect to any series of Preferred Stock) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together as a class with the holders of one or more other such series, to vote thereon by law or pursuant to this Amended and Restated Certificate of Incorporation (including any certificate of designation filed with respect to any series of Preferred Stock).

ARTICLE V MANAGEMENT

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation, of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

A. BOARD OF DIRECTORS.

1. **Number.** The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the Board of Directors shall be fixed exclusively by resolutions adopted by a majority of the authorized number of directors constituting the Board of Directors.

2. **Classes.** Subject to the rights of the holders of any series of Preferred Stock to elect additional directors under specified circumstances, the directors shall be divided into three (3) classes designated as Class I, Class II and Class III, respectively. The Board of Directors is authorized to assign members of the Board of Directors already in office to such classes at the time the classification becomes effective. At the first annual meeting of stockholders following the initial classification of the Board of Directors, the term of office of the Class I directors shall expire and the Class I directors shall be elected for a term of that will expire at the fourth annual meeting of stockholders following the initial classification of the Board of Directors. At the second annual meeting of stockholders following such initial classification, the term of office of the Class II directors shall expire and the Class II directors shall be elected for a term that will expire at the fifth annual meeting of stockholders following the initial classification of the Board of Directors. At the third annual meeting of stockholders following such initial classification, the term of office of the Class III directors shall expire and the Class III directors shall be elected for a term that will expire at the sixth annual meeting of stockholders following the initial classification of the Board of Directors. At each succeeding annual meeting of stockholders, directors shall be elected for a term that will expire at the third annual meeting of stockholders following such annual meeting to succeed the directors of the class whose terms expire at such annual meeting.

3. **Term.** Notwithstanding the foregoing provisions of this section, each director shall serve until his successor is duly elected and qualified or until his earlier death, resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

4. **Removal of Directors.**

i. Subject to the rights of any series of Preferred Stock to elect additional directors under specified circumstances, neither the Board of Directors nor any individual director may be removed without cause, except as otherwise provided in the Bylaws of the Corporation.

ii. Subject to any limitation imposed by law, any individual director or directors may be removed only with cause by the affirmative vote of a majority of the shares present in person, by remote communication, if applicable, or represented by proxy at a meeting of stockholders and entitled to vote generally on the election of directors, voting together as a single class, except as otherwise provided in the Bylaws of the Corporation.

5. **Vacancies.** Subject to the rights of the holders of any series of Preferred Stock, any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other causes and any newly created directorships resulting from any increase in the number of directors, shall, unless the Board of Directors determines by resolution that any such vacancies or newly created directorships shall be filled by the stockholders, except as otherwise provided by law, be filled only by the affirmative vote of a majority of the directors then in office, even though less than a quorum of the Board of Directors, and not by the stockholders. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the director for which the vacancy was created or occurred and until such director's successor shall have been elected and qualified.

B. BYLAW AMENDMENTS.

1. The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the Corporation. Any adoption, amendment or repeal of the Bylaws of the Corporation by the Board of Directors shall require the approval of a majority of the authorized number of directors.

2. The stockholders shall also have the power to adopt, amend or repeal the Bylaws of the Corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by this Amended and Restated Certificate of Incorporation, such action by stockholders shall require the affirmative vote of the holders of at least sixty-six and two-thirds percent (66-2/3%) of the voting power of all of the then-outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

C. BALLOTS. The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

D. ACTION BY STOCKHOLDERS. Following the closing of the initial public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of the Corporation's common stock to the public (the "*Initial Public Offering*"), no action shall be taken by the stockholders of the Corporation except at an annual or special meeting of stockholders called in accordance with the Bylaws and no action shall be taken by the stockholders of the Corporation by written consent or electronic transmission. Prior to the Initial Public Offering, any action required by statute to be taken at any annual or special meeting of the stockholders, or any action which may be taken at any annual or special meeting of the stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, or by electronic transmission setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

E. ADVANCE NOTICE. Advance notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of the stockholders of the Corporation shall be given in the manner provided in the Bylaws of the Corporation.

F. FORUM. Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (a) any derivative action or proceeding brought on behalf of the Corporation, (b) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, (c) any action asserting a claim arising pursuant to any provision of the DGCL, or (d) any action asserting a claim governed by the internal affairs doctrine. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Section.

ARTICLE VI
PERSONAL LIABILITY OF DIRECTORS AND INDEMNIFICATION

A. The liability of the directors for monetary damages shall be eliminated to the fullest extent under applicable law. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated to the fullest extent permitted by the DGCL, as so amended.

B. Any repeal or modification of this Article VI shall be prospective and shall not affect the rights under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

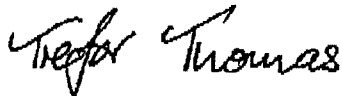
ARTICLE VII
AMENDMENT

A. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, except as provided in Section B of this Article VII, and all rights conferred upon the stockholders herein are granted subject to this reservation.

B. Notwithstanding any other provisions of this Amended and Restated Certificate of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of the holders of any particular class or series of the Corporation required by law or by this Amended and Restated Certificate of Incorporation or any certificate of designation filed with respect to a series of Preferred Stock, the affirmative vote of the holders of at least sixty-six and two-thirds percent (66-2/3%) of the voting power of all of the then-outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to alter, amend or repeal Articles V, VI, and VII.

The foregoing Amended and Restated Certificate of Incorporation has been duly adopted by the Corporation's Board of Directors and stockholders in accordance with the applicable provisions of Sections 222, 242 and 245 of the General Corporation Law of the State of Delaware.

Executed at Greenville, South Carolina, on May 03, 2012



Trefor Thomas, Chief Executive Officer and President

10601341.2

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APPENDIX A
CERTIFICATE OF DESIGNATIONS

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:16 AM 09/07/2011
FILED 11:16 AM 09/07/2011
SRV 110833222 - 4483741 FILE

**CERTIFICATE OF DESIGNATIONS
OF
SERIES A PREFERRED STOCK
OF
GLUCOTEC, INC.**

(Pursuant to Section 151 of the General Corporation Law of the State of Delaware)

GLUCOTEC, INC. (the "Company"), a corporation organized and existing under the General Corporation Law of the State of Delaware, as amended (the "DGCL"), hereby certifies that, pursuant to authority granted by Article IV of the Certificate of Incorporation of the Company, as amended, and in accordance with the provisions of Section 151 of the DGCL, the Board of Directors of the Company has adopted the following resolutions, at a meeting duly called and held on September 2, 2011:

RESOLVED, that there is hereby established a series of Preferred Stock, \$0.001 per value per share, with the designations, terms, powers, preferences and relative, participating and other rights and certain qualifications, limitations and restrictions thereon, hereby fixed as follows:

A. The designation of the series of Preferred Stock shall be "Series A Preferred Stock" (the "Series A Preferred").

B. The number of authorized shares of the Series A Preferred will be Seven Million Five Hundred Thousand (7,500,000).

C. The rights, preferences, privileges, restrictions and other matters relating to the Series A Preferred are as follows:

1. DIVIDEND RIGHTS.

(a) **Series A Dividend.** From and after the date of the issuance of any shares of the Series A Preferred, holders of the Series A Preferred Stock, in preference to the holders of the common stock of the Company, per value \$0.001 (the "Common Stock"), shall be entitled to receive cumulative accruing dividends at a rate of eight percent (8%) per annum of the Series A Original Issue Price (as defined below), compounded annually, on each outstanding share of the Series A Preferred (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares after the filing date hereof) (the "Series A Accruing Dividends"). The Series A Accruing Dividends shall accrue from day to day, whether or not declared, and shall be cumulative to the date of payment. The Series A Accruing Dividends shall be payable upon the earliest to occur of (i) the liquidation, dissolution or winding up of the Company; (ii) a Declared Liquidation Event (as defined below); or (iii) upon conversion of shares of the Series A Preferred to shares of the Common Stock pursuant to the provisions of Section 4 hereof, in which case the Series A Accruing Dividends shall be paid on the converting Series A Preferred in shares of the Common Stock at the Series A Conversion Price (as hereinafter defined). The "Series A Original Issue Price" means \$1.39 per share (as adjusted

**CERTIFICATE OF DESIGNATIONS FOR THE SERIES A PREFERRED STOCK
OF GLUCOTEC, INC. - I**

for any stock dividends, combinations, splits, recapitalizations and the like after the filing date hereof).

(b) The Company shall not declare, pay or set aside any dividends on shares of the Common Stock of the Company (other than dividends on shares of the Common Stock payable in shares of the Common Stock) unless (in addition to the obtaining of any consents required elsewhere in this Certificate of Designations) the holders of the Series A Preferred then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of the Series A Preferred in an amount at least equal to the amount of the aggregate Series A Accruing Dividends then accrued on such shares of the Series A Preferred and not previously paid.

(c) **Participation in Common Stock Dividends.** If the Board shall declare a dividend payable upon the then-outstanding shares of the Common Stock (other than a dividend payable entirely in shares of the Common Stock of the Company), in addition to any dividend payable pursuant to Subsection (1)(a) above, the Board shall declare at the same time a dividend upon the then-outstanding shares of the Series A Preferred, payable at the same time as the dividend paid on the Common Stock, in an amount equal to the amount of dividends per share of the Series A Preferred as would have been payable on the number of shares of the Common Stock into which each share of the Series A Preferred held by each holder thereof had been converted if such shares of the Series A Preferred had been converted to the Common Stock pursuant to the provisions of Section 4 hereof as of the record date for the determination of holders of the Common Stock entitled to receive such dividends.

2. VOTING RIGHTS.

(a) **General Rights.** Except as otherwise provided herein or by law, the Series A Preferred shall vote together with the Common Stock and all other classes and series of stock of the Company as a single class on all actions to be taken by the stockholders of the Company including, but not limited to, actions amending the certificate of incorporation of the Company to increase the number of authorized shares of the Common Stock. Each holder of shares of the Series A Preferred shall be entitled to the number of votes equal to the number of shares of the Common Stock (including fractions of a share) into which such shares of the Series A Preferred are then convertible pursuant to Section 4 hereof.

(b) **Separate Vote of Series A Preferred.** For so long as any of the authorized shares of the Series A Preferred remain outstanding, the Company shall not, either directly or indirectly by amendment, merger, consolidation or otherwise, do any of the following without (in addition to any other vote or consent required by the Company's certificate of incorporation or by law) the vote or written consent of the holders of at least two-thirds (2/3) of the outstanding shares of the Series A Preferred, voting or consenting together as a separate class, and any such act or transaction entered into without such consent or vote shall be null and void *ab initio*, and of no force or effect:

(i) the liquidation, dissolution or winding-up of the business and affairs of the Company, effecting merger or consolidation or any other Dissolved Liquidation Event, or consenting or entering into any agreement related to any of the foregoing.

CERTIFICATE OF DESIGNATIONS FOR THE SERIES A PREFERRED STOCK
OF GLUCOTEK, INC. - 2

(ii) amending, altering or repealing any provision of the Certificate of Incorporation in a manner adverse to the holders of Series A Preferred;

(iii) creating, or authorizing the creation of, or issuing or obligating itself to issue shares of, any new class or series of stock or any other securities convertible into or exercisable for equity securities of the Company having rights, preferences or privileges ranking on a parity with or senior to the Series A Preferred, or any increase in the authorized number of shares of Series A Preferred;

(iv) purchase or redeem (or permit any subsidiary to purchase or redeem) or pay any dividend on any capital stock prior to the Series A Preferred, other than stock repurchased from former employees or consultants in connection with the cessation of their employment or services, at the lower of fair market value or cost;

(v) license or transfer all or any portion of the intellectual property rights of the Company;

(vi) make any capital expenditure in excess of \$250,000 individually or \$750,000 in the aggregate that are not contemplated by the budget of the Company, as approved by the Board of Directors including at least one Series A Director (as defined below);

(vii) create or authorize the creation of any debt security, other than equipment leases or bank lines of credit, in excess of \$250,000; or

(viii) increase or decrease the size of the Board of Directors.

(c) Election of Board of Directors. The Board shall consist of no more than seven (7) directors, to be elected as follows:

(i) The holders of the Series A Preferred, voting exclusively and as a separate class, shall be entitled to elect three (3) members of the Board (the "Series A Directors") at each meeting or pursuant to such consent of the Company's stockholders for the election of directors, and to remove from office such directors and to fill any vacancies caused by the resignation, death or removal of such directors.

(ii) The holders of the Common Stock, voting exclusively and as a separate class, shall be entitled to elect two (2) members of the Board at each meeting or pursuant to such consent of the Company's stockholders for the election of directors, and to remove from office such directors and to fill any vacancies caused by the resignation, death or removal of such directors.

(iii) Any director elected as provided in Section 2(c)(i) and 2(c)(ii) above may be removed without cause by, and only by, the affirmative vote of the holders of the shares of the class or series of capital stock entitled to elect such director or directors, given either at a special meeting of such stockholders duly called for that purpose or pursuant to a written consent of stockholders. If the holders of shares of Series A Preferred or Common

CERTIFICATE OF DESIGNATIONS FOR THE SERIES A PREFERRED STOCK
OF GLUCOTEC, INC. - 3

Stock, as the case may be, fail to elect a sufficient number of directors to fill all directorships for which they are entitled to elect directors, voting exclusively and as a separate class, pursuant to Section 2(c)(i) or 2(c)(ii), then any directorship not so filled shall remain vacant until such time as the holders of the Series A Preferred Stock or Common Stock, as the case may be, elect a person to fill such directorship by vote or written consent in lieu of a meeting; and no such directorship may be filled by stockholders of the Company other than by the stockholders of the Company that are entitled to elect a person to fill such directorship, voting exclusively and as a separate class.

(iv) The holders of the Common Stock and the Series A Preferred, voting together as a single class on an as if converted basis, shall be entitled to elect the two (2) remaining members of the Board at each meeting or pursuant to each consent of the Company's stockholders for the election of directors, one of whom shall be the person then serving as the Company's President and Chief Executive Officer, and to remove from office such directors and to fill any vacancies caused by the resignation, death or removal of such directors.

(v) At any meeting held for the purpose of electing a director, the presence in person or by proxy of the holders of a majority of the outstanding shares of the class or series entitled to elect such director shall constitute a quorum for the purpose of electing such director. Except as otherwise provided in this Section 2(c), a vacancy in any directorship filled by the holders of any class or series shall be filled only by vote or written consent in lieu of a meeting of the holders of such class or series or in accordance with the Company's bylaws by any remaining director or directors elected by the holders of such class or series pursuant to this Section 2(c).

(vi) This subsection (c) shall have no further force or effect upon the occurrence of a Qualified Initial Public Offering (as hereinafter defined).

3. LIQUIDATION RIGHTS.

(a) **Preferential Payments to the Holders of the Series A Preferred.** In the event of any Deemed Liquidation Event, voluntary or involuntary liquidation, dissolution or winding up of the Company, the holders of the Series A Preferred then outstanding shall be entitled to be paid out of the assets of the Company legally available for distribution to its stockholders, before any payment shall be made to the holders of the Common Stock, an amount per share of the Series A Preferred equal to the greater of (i) the Series A Original Issue Price plus any dividends declared but unpaid thereon; or (ii) such amount per share as would have been payable had all shares of the Series A Preferred been converted into shares of the Common Stock immediately prior to such liquidation, dissolution, winding up or Deemed Liquidation Event (the "**Series A Liquidation Preference**"). If, upon any such Deemed Liquidation Event, liquidation, dissolution, or winding up, the assets of the Company (or the consideration received in such transaction), shall be insufficient to make payment in full to all holders of the Series A Preferred of the Series A Liquidation Preference, then such assets (or consideration) shall be distributed among the holders of the Series A Preferred at the time outstanding, ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

CERTIFICATE OF DESIGNATIONS FOR THE SERIES A PREFERRED STOCK
OF GLUCOTEC, INC. - 4

(b) **Distribution of Remaining Assets.** In the event of any Deemed Liquidation Event, voluntary or involuntary liquidation, dissolution or winding up of the Company, after the payment of the Series A Liquidation Preferences, the remaining assets of the Company available for distribution to its stockholders shall be distributed among the holders of the shares of the Common Stock.

(c) **Deemed Liquidation Events.**

(i) **Definition.** Each of the following events shall be considered a "Deemed Liquidation Event", unless the holders of at least two-thirds (2/3) of the outstanding shares of the Series A Preferred elect otherwise by written notice given to the Company at least ten (10) days prior to the effective date of any such event:

(A) any merger or consolidation (i) of the Company or (ii) any subsidiary of the Company with or into any other corporation or other entity or person, in which the stockholders of the Company immediately prior to such merger or consolidation own less than a majority of the voting power of the surviving entity immediately after such merger or consolidation; or

(B) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Company or any subsidiary of the Company, of all or substantially all the assets of the Company and its subsidiaries taken as a whole, or the sale or disposition (whether by merger or otherwise) of one or more subsidiaries of the Company if substantially all of the assets of the Company and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly-owned subsidiary of the Company.

(ii) **Effecting a Deemed Liquidation Event.**

(A) The Company shall not have the power to effect a Deemed Liquidation Event referred to in Subsection 3(c)(i)(A)(i) unless the definitive agreement for such transaction (the "Transaction Agreement") provides that the consideration payable to the stockholders of the Company shall be allocated among the holders of capital stock of the Company in accordance with Subsections 3(a) and 3(b) above.

(B) In the event of a Deemed Liquidation Event referred to in Subsection 3(c)(i)(A)(ii) or (B) above, if the Company does not effect a dissolution of the Company under the DGCL within sixty (60) days after such Deemed Liquidation Event, then (1) the Company shall send a written notice to each holder of the Series A Preferred no later than the sixtieth (60th) day after the Deemed Liquidation Event advising such holder of their right (and the requirements to be met to secure such right) pursuant to the terms of the following clause (2) to require the redemption of such shares of the Series A Preferred, and (2) if the holders of at least two-thirds (2/3) of the then-outstanding shares of the Series A Preferred so request in a written instrument delivered to the Company not later than ninety (90) days after such Deemed Liquidation Event, the Company shall use the consideration received by the Company for such Deemed Liquidation Event (net of any retained liabilities associated with the assets sold or

CERTIFICATE OF DESIGNATIONS FOR THE SERIES A PREFERRED STOCK
OF GLUCOTEC, INC. - 5

technology licensed, as determined in good faith by the Board of Directors of the Company) together with any other assets of the Company available for distribution to its stockholders (the "Available Proceeds"), to the extent legally available therefor, on the one hundred twentieth (120th) day after such Deemed Liquidation Event, to redeem all outstanding shares of the Series A Preferred at a price per share equal to the Series A Liquidation Preference. Notwithstanding the foregoing, in the event of a redemption pursuant to the preceding sentence, if the Available Proceeds are not sufficient to redeem all outstanding shares of Series A Preferred Stock, the Company shall ratably redeem each holder's shares of Series A Preferred Stock to the fullest extent of such Available Proceeds, and shall redeem the remaining shares as soon as it may lawfully do so under Delaware law governing distributions to stockholders. Prior to the distribution or redemption provided for in this Section 3(c)(1)(B), the Company shall not expend or dissipate the consideration received for such Deemed Liquidation Event, except to discharge expenses incurred in connection with such Deemed Liquidation Event or in the ordinary course of business.

(C) Notwithstanding the foregoing, in the event of a redemption pursuant to the preceding clause (B), if the Available Proceeds are not sufficient to redeem all outstanding shares of the Series A Preferred, or if the Company does not have sufficient lawfully available funds to effect such redemption, the Company shall redeem a pro rata portion of each holder's shares of the Series A Preferred to the fullest extent of such Available Proceeds or such lawfully available funds, as the case may be, based on the respective amounts which would otherwise be payable in respect of the shares to be redeemed if the legally available funds were sufficient to redeem all such shares, and shall redeem the remaining shares of the Series A Preferred to have been redeemed as soon as practicable after the Company has funds legally available therefor. Prior to the distribution or redemption provided for in this Subsection 3(c)(1), the Company shall not expend or dissipate the consideration received for such Deemed Liquidation Event, except to discharge expenses incurred in connection with such Deemed Liquidation Event or in the ordinary course of business.

(11) Amount Deemed Paid or Distributed. If the amount deemed paid or distributed under this Subsection 3(c) is made in property other than in cash, the value of such distribution shall be the fair market value of such property, determined as follows:

(A) For securities not subject to investment letters or other similar restrictions on free marketability,

(1) If traded on a securities exchange or the NASDAQ Stock Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange or market over the thirty (30) trading day period ending three (3) days prior to the closing of such transaction;

(2) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid prices over the thirty (30) trading day period ending three (3) days prior to the closing of such transaction; or

(3) If there is no active public market, the value shall be the fair market value thereof, as determined by the Board acting in good faith (including

the affirmative vote of all of the Series A Directors). In any such case, the Board shall notify each holder of shares of the Series A Preferred of its determination of the fair market value or allocation, as the case may be, of such consideration prior to payment or accepting receipt thereof. If, within ten (10) days after receipt of such notice, the holders of at least a majority of the shares of the Series A Preferred then outstanding shall notify the Board in writing of their objection to such determination, a determination of the fair market value of such consideration or allocation, as the case may be, shall be made by a nationally recognized independent investment banking firm acceptable to the Company and the holders of at least two-thirds (2/3) of the shares of the Series A Preferred then outstanding. If the parties are unable to agree on such an investment banking firm, one shall be chosen by two nationally recognized independent investment banking firms, one of which shall be designated by the Company and one of which shall be designated by the holders of at least a majority of the shares of the Series A Preferred then outstanding. The Company shall bear the entire cost of the fees and expenses borne by the parties in such determination of such fair market value.

(3) The method of valuation of securities subject to investment letters or other similar restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate) shall take into account an appropriate discount (as mutually determined by the Company's Board of Directors and holders of at least a majority of the then outstanding shares of the Series A Preferred) from the market value as determined pursuant to clause (1) above so as to reflect the approximate fair market value thereof.

(iv) Allocation of Excess. In the event of a Deemed Liquidation Event pursuant to Subsection 3(e)(ii) above, if any portion of the consideration payable to the stockholders of the Company is placed into escrow and/or is payable to the stockholders of the Company subject to contingencies, the Transaction Agreement shall provide that (1) the portion of such consideration that is not placed in escrow and not subject to any contingencies (the "Initial Consideration") shall be allocated among the holders of capital stock of the Company in accordance with Subsections 3(a) and 3(b) above as if the Initial Consideration were the only consideration payable in connection with such Deemed Liquidation Event and (2) any additional consideration which becomes payable to the stockholders of the Company upon release from escrow or satisfaction of contingencies shall be allocated among the holders of capital stock of the Company in accordance with Subsections 3(a) and 3(b) above after taking into account the previous payment of the Initial Consideration as part of the same transaction.

4. CONVERSION RIGHTS.

The holders of the Series A Preferred shall have the following rights with respect to conversion into shares of the Common Stock (the "Conversion Rights"):

(a) Optional Conversion. Subject to and in compliance with the provisions of this Subsection 4, shares of the Series A Preferred may, at the option of the holder thereof, be converted by the holder thereof at any time into fully-paid and nonassessable shares of the Common Stock. The number of shares of the Common Stock to which a holder of the Series A Preferred shall be entitled upon conversion shall be the product obtained by multiplying

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the Series A Preferred Conversion Rate (as hereinafter defined) then in effect by the number of shares of the Series A Preferred being converted.

(b) **Conversion Rate.** The conversion rate in effect at any time for conversion of the Series A Preferred (the "*Series A Preferred Conversion Rate*") shall be the quotient obtained by dividing the product of two (2) times the Series A Original Issue Price by the Series A Preferred Conversion Price, calculated as provided in Subsection 4(c).

(c) **Conversion Price.** The conversion price for the Series A Preferred (the "*Series A Preferred Conversion Price*") shall initially be equal to the Series A Original Issue Price. The Series A Preferred Conversion Price shall be adjusted from time to time in accordance with this Section 4. All references to the Series A Preferred Conversion Price herein shall mean the Series A Preferred Conversion Price as adjusted.

(d) **Mechanics of Conversion.** Each holder of the Series A Preferred who desires to convert the same into shares of the Common Stock pursuant to this Subsection 4 shall surrender the certificate or certificates therefore (or, if such holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Company to indemnify the Company against any claim that may be made against the Company on account of the alleged loss, theft or destruction of such certificate), duly endorsed, at the office of the Company or any transfer agent for the Series A Preferred, and shall give written notice to the Company at such office that such holder elects to convert the same. Such notice shall state the number of shares of the Series A Preferred being converted, and, if applicable, any event on which such conversion is contingent. Thereupon, the Company shall promptly (but in no event more than three (3) business days after delivery of the notice required by the first sentence of this Subsection 4(d)) issue and deliver at such office to such holder a certificate or certificates for the number of shares of the Common Stock to which such holder is entitled and shall promptly pay (i) in shares of the Common Stock (at the Series A Preferred Conversion Price) any declared and unpaid dividends on the shares of such Series A Preferred being converted and (ii) in cash (at the Common Stock's fair market value determined in good faith by the Board as of the date of conversion) the value of any fractional share of the Common Stock otherwise issuable to any holder of the Series A Preferred. Such conversion shall be deemed to have been made at the close of business on the date of such surrender of the certificate representing the shares of the Series A Preferred to be converted, and the person entitled to receive the shares of the Common Stock issuable upon such conversion shall be treated for all purposes as the record holder of such shares of the Common Stock on such date.

(e) **Adjustment for Stock Splits and Combinations.** If at any time or from time to time on or after the date that the first share of the Series A Preferred is issued (the "*Original Issue Date*"), the Company effects a subdivision of the outstanding Common Stock without a corresponding subdivision of the Series A Preferred, the Series A Preferred Conversion Price in effect immediately before that subdivision shall be proportionately decreased. Conversely, if at any time or from time to time after the Original Issue Date, the Company combines the outstanding shares of Common Stock into a smaller number of shares without a corresponding combination of the Series A Preferred, the Series A Preferred Conversion Price in effect immediately before the combination shall be proportionately

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increased. Any adjustment under this Subsection 4(e) shall become effective at the close of business on the date the subdivision or combination becomes effective.

(J) **Adjustment for Common Stock Dividends and Distributions.** If at any time or from time to time on or after the Original Issue Date, the Company pays a dividend or other distribution on the Common Stock in additional shares of the Common Stock, the Series A Preferred Conversion Price that is then in effect shall be decreased as of the time of such issuance, as provided below:

(i) The Series A Preferred Conversion Price shall be adjusted by multiplying such Series A Preferred Conversion Price then in effect by a fraction:

(A) the numerator of which is the total number of shares of the Common Stock issued and outstanding immediately prior to the time of such issuance, and

(B) the denominator of which is the total number of shares of the Common Stock issued and outstanding immediately prior to the time of such issuance plus the number of shares of the Common Stock issuable in payment of such dividend or distribution.

(ii) If the Company fixes a record date to determine which holders of the Common Stock are entitled to receive such dividend or other distribution, the Series A Preferred Conversion Price shall be fixed as of the close of business on such record date and the number of shares of the Common Stock shall be calculated immediately prior to the close of business on such record date.

(iii) If such record date is fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Series A Preferred Conversion Price shall be recomputed accordingly as of the close of business on such record date and thereafter the Series A Preferred Conversion Price shall be adjusted pursuant to this Subsection 4(f) to reflect the actual payment of such dividend or distribution.

(K) **Adjustment for Reclassification, Exchange and Substitution.** If at any time or from time to time on or after the Original Issue Date, the Common Stock issuable upon the conversion of the Series A Preferred is changed into the same or a different number of shares of any class or classes of stock, whether by recapitalization, reclassification or otherwise (other than a Deemed Liquidation Event or a subdivision or combination of shares or stock dividend or a reorganization, merger, consolidation or sale of assets provided for elsewhere in this Subsection 4), in any such event, each holder of the Series A Preferred shall then have the right to convert such stock into the kind and amount of stock and other securities and property receivable upon such recapitalization, reclassification or other change by holders of the maximum number of shares of the Common Stock into which such shares of the Series A Preferred could have been converted immediately prior to such recapitalization, reclassification or change; and, in such case, appropriate adjustment (as determined in good faith by the Board of Directors of the Company) shall be made in the application of the provisions in this Section 4 with respect to the rights and interests thereafter of the holders of the Series A Preferred, to the end that the provisions set forth in this Section 4 (including provisions with respect to changes in

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and other adjustments of the Series A Conversion Price) shall thereafter be applicable, as nearly as reasonably may be, in relation to any securities or other property thereafter deliverable upon the conversion of the Series A Preferred.

(h) **Reorganizations, Mergers or Consolidations.** If at any time or from time to time on or after the Original Issue Date, there is a capital reorganization of the Common Stock or a merger or consolidation of the Company with or into another corporation or another entity or person (other than a Deemed Liquidation Event or a recapitalization, subdivision, combination, reclassification, exchange or substitution of shares provided for elsewhere in this Subsection 4), as a part of such capital reorganization, merger or consolidation, provision shall be made so that the holders of the Series A Preferred shall thereafter be entitled to receive, upon conversion of the Series A Preferred, the number of shares of stock or other securities or property of the Company to which a holder of the number of shares of the Common Stock deliverable upon conversion would have been entitled upon such capital reorganization, merger or consolidation, subject to adjustment in respect of such stock, securities or property by the terms thereof. In any such case, appropriate adjustment shall be made in the application of the provisions of this Subsection 4 with respect to the rights of the holders of the Series A Preferred after the capital reorganization, merger or consolidation to the end that the provisions of this Subsection 4 (including adjustment of the Series A Preferred Conversion Price then in effect and the number of shares issuable upon conversion of the Series A Preferred) shall be applicable after that event and be as nearly equivalent as practicable. For the avoidance of doubt, nothing in this Subsection 4(h) shall be construed as preventing the holders of Series A Preferred from seeking any appraisal rights to which they are otherwise entitled under the DGCL in connection with a merger triggering an adjustment hereunder, nor shall this Subsection 4(h) be deemed conclusive evidence of the fair value of the shares of Series A Preferred in any such appraisal proceeding.

(i) **Sale of Shares Below Series A Preferred Conversion Price.**

(i) If at any time or from time to time on or after the Original Issue Date, the Company issues or sells, or is deemed by the express provisions of this Subsection 4(i) to have issued or sold, Additional Shares of Common Stock (as hereinafter defined), other than as a dividend or other distribution on the Common Stock in Additional Shares of the Common Stock, as provided in Subsection 4(f) above, and other than a subdivision or combination of shares of the Common Stock (as provided in Subsection 4(e) above), for an Effective Price (as hereinafter defined) less than the then-effective Series A Preferred Conversion Price, then the Series A Preferred Conversion Price shall be reduced, as of the opening of business on the date of such issue or sale, to a price determined by multiplying the Series A Preferred Conversion Price in effect immediately prior to such issuance or sale by a fraction:

(A) the numerator of which shall be (i) the number of shares of the Common Stock Deemed Outstanding (as hereinafter defined) immediately prior to such issue or sale, plus (ii) the number of shares of the Common Stock which the Aggregate Consideration (as hereinafter defined) received by the Company for the total number of Additional Shares of Common Stock so issued would purchase at the then-effective Series A Preferred Conversion Price, and

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(B) the denominator of which shall be (i) the number of shares of Common Stock Deemed Outstanding immediately prior to such issue or sale, plus (ii) the total number of Additional Shares of Common Stock so issued or deemed to be issued.

For purposes of the foregoing sentence "*Common Stock Deemed Outstanding*" means, as of any given date, the sum of (A) the number of shares of the Common Stock outstanding, (B) the number of shares of the Common Stock into which the then-outstanding shares of the Series A Preferred could be converted if fully converted on the day immediately preceding the given date, and (C) the number of shares of the Common Stock which could be obtained through the exercise or conversion of all other rights, options and convertible securities outstanding on the day immediately preceding the given date.

Notwithstanding the provisions of this Subsection 4(i), no adjustment to the Series A Preferred Conversion Price shall be made pursuant to this Subsection 4(i) if, on or before the date of an issuance or sale, or deemed issuance or sale, of Additional Shares of Common Stock for an Effective Price less than the Series A Preferred Conversion Price then in effect, the holders of at least two thirds (2/3) of the outstanding shares of the Series A Preferred, voting or consenting as a separate class, waive the application of this Subsection 4(i) to the Series A Preferred Conversion Price in connection with any such issuance or sale, or deemed issuance or sale.

(ii) For the purpose of the adjustment required under this Section 4(i), if (1) the Company issues or sells (x) Convertible Securities or (y) rights or options for the purchase of Additional Shares of Common Stock or Convertible Securities and (Z) the Effective Price (as defined below) of such Additional Shares of Common Stock is less than the Series A Preferred Conversion Price, in each case, the Company shall be deemed to have issued at the time of the issuance of such rights or options or Convertible Securities the maximum number of Additional Shares of Common Stock issuable upon exercise or conversion thereof and to have received as consideration for the issuance of such shares an amount equal to the total amount of the consideration, if any, received by the Company for the issuance of such rights or options or Convertible Securities plus:

(A) in the case of such rights or options, the minimum amounts of consideration, if any, payable to the Company upon the exercise of such rights or options; and

(B) in the case of Convertible Securities, the minimum amounts of consideration, if any, payable to the Company upon the conversion thereof (other than by cancellation of liabilities or obligations evidenced by such Convertible Securities); provided that if the minimum amounts of such consideration cannot be ascertained, but are a function of anti-dilution or similar protective clauses, the Company shall be deemed to have received the minimum amounts of consideration without reference to such clauses.

(C) If the minimum amount of consideration payable to the Company upon the exercise or conversion of rights, options or Convertible Securities is reduced over time or on the occurrence or non-occurrence of specified events other than by reason of anti-dilution adjustments, the Effective Price shall be recalculated using the figure to

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which such minimum amount of consideration is reduced; *provided, however*, that if the minimum amount of consideration payable to the Company upon the exercise or conversion of such rights, options or Convertible Securities is subsequently increased, the Effective Price shall be again recalculated using the increased minimum amount of consideration payable to the Company upon the exercise or conversion of such rights, options or Convertible Securities.

(D) No further adjustment of the Series A Preferred Conversion Price, as adjusted upon the issuance of such rights, options or Convertible Securities, shall be made as a result of the actual issuance of Additional Shares of Common Stock or the exercise of any such rights or options or the conversion of any such Convertible Securities. If any such rights or options or the conversion privilege represented by any such Convertible Securities shall expire without having been exercised, the Series A Preferred Conversion Price as adjusted upon the issuance of such rights, options or Convertible Securities shall be readjusted to the Series A Preferred Conversion Price which would have been in effect had an adjustment been made on the basis that the only Additional Shares of Common Stock so issued were the Additional Shares of Common Stock, if any, actually issued or sold on the exercise of such rights or options or conversion of such Convertible Securities, and such Additional Shares of Common Stock, if any, were issued or sold for the consideration actually received by the Company upon such exercise, plus the consideration, if any, actually received by the Company for the granting of all such rights or options, whether or not exercised, plus the consideration received for issuing or selling the Convertible Securities actually converted, plus the consideration, if any, actually received by the Company (other than by cancellation of liabilities or obligations evidenced by such Convertible Securities) on the conversion of such Convertible Securities, *provided* that such readjustment shall not apply to prior conversions of any shares of the Preferred.

(E) No readjustment pursuant to Section 4(I)(II)(C) and Section 4(I)(II)(D) shall have the effect of increasing the Series A Preferred Conversion Price to an amount which exceeds the lower of (1) the Series A Preferred Conversion Price on the original adjustment date or (2) the Series A Preferred Conversion Price that would have resulted from any issuance of Additional Shares of Common Stock between the original adjustment date and such readjustment date.

(B) As used in this Subsection 4(I) and elsewhere in this Certificate of Designations, capitalized terms shall have the following meanings:

(A) "Additional Shares of Common Stock" shall mean all shares of the Common Stock issued by the Company or deemed to be issued pursuant to this Section 4(I) (including shares of the Common Stock subsequently reacquired or retired by the Company), other than:

(1) shares of the Common Stock issued or issuable upon conversion of any shares of the Series A Preferred or as a dividend or distribution on the Series A Preferred;

(2) shares of the Common Stock or the Series A Preferred issued or issuable pursuant to the exercise of options, warrants or Convertible Securities outstanding as of the Original Issue Date;

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(3) shares of the Common Stock issued or issuable in connection with any stock split, stock dividend or subdivision of the Common Stock;

(4) shares of the Common Stock, including options, warrants or other rights to purchase up to such number of shares of the Common Stock (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like after the Original Issue Date), issued, sold or granted after the Original Issue Date to employees, officers or directors of, or consultants or advisors to, the Company or any subsidiary pursuant to stock purchase or stock option plans or other similar arrangements that are approved by the Company's Board of Directors, including at least one Series A Director;

(5) shares of the Common Stock issued or issuable pursuant to any equipment loan or leasing arrangement, real property leasing arrangement or debt financing from a bank or similar financial institution or equipment lender approved by the Company's Board of Directors, including at least one Series A Director; and

(6) shares of the Common Stock issued or issuable for consideration other than cash pursuant to a technology license, business combination, strategic partnership or joint venture transaction approved by the Company's Board of Directors, including at least one Series A Director.

(B) "Aggregate Consideration" shall: (1) to the extent it consists of cash, be computed as the net amount of cash received by the Company after deduction of any underwriting or similar commissions, compensation or concessions paid or allowed by the Company in connection with such issue or sale but without deduction of any expenses payable by the Company; (2) to the extent it consists of property other than cash, be computed as the fair value of that property as determined in good faith by the Board; and (3) if Additional Shares of Common Stock, Convertible Securities or rights or options to purchase either Additional Shares of Common Stock or Convertible Securities are issued or sold together with other stock or securities or other assets of the Company for a consideration which covers both, be computed as the portion of the consideration so received that may be reasonably determined in good faith by the Board to be allocable to such Additional Shares of Common Stock, Convertible Securities or rights or options.

(C) "Convertible Securities" means any evidences of indebtedness, shares or other securities directly or indirectly convertible into or exchangeable for shares of the Common Stock, but excluding Options.

(D) "Effective Price" means the quotient determined by dividing the total number of Additional Shares of Common Stock issued or sold, or deemed to have been issued or sold by the Company under this Subsection 4(f), into the Aggregate Consideration received, or deemed to have been received by the Company for such issue under Subsection 4(f), for such Additional Shares of Common Stock.

(E) "Options" means outstanding rights, options or warrants to subscribe for, purchase or otherwise acquire Common Stock or Convertible Securities.

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(j) **Multiple Closing Dates.** In the event the Company shall issue on more than one date Additional Shares of Common Stock that are a part of one transaction or a series of related transactions and that would result in an adjustment to the Series A Preferred Conversion Price pursuant to the terms of Subsection 4(i) above, then, upon the final such issuance, the Series A Preferred Conversion Price shall be readjusted to give effect to all such issuances as if they occurred on the date of the first such issuance (and without giving effect to any additional adjustments as a result of any such subsequent issuances within such period).

(k) **Certificate of Adjustment.** In each case of an adjustment or readjustment of the Series A Preferred Conversion Price for the number of shares of the Common Stock or other securities issuable upon conversion of the Series A Preferred, the Company, at its expense, shall compute such adjustment or readjustment in accordance with the provisions hereof and prepare a certificate showing such adjustment or readjustment, and shall mail such certificate, by first class mail, postage prepaid, to each registered holder of the Series A Preferred at the holder's address as shown in the Company's books. The certificate shall set forth such adjustment or readjustment, showing in detail the facts upon which such adjustment or readjustment is based, including a statement of (i) the consideration received or deemed to be received by the Company for any Additional Shares of Common Stock issued or sold or deemed to have been issued or sold, (ii) the Effective Price of any such Additional Shares of Common Stock, (iii) the Series A Preferred Conversion Price for the Series A Preferred, at the time in effect, (iv) the number of Additional Shares of Common Stock and (v) the type and amount, if any, of other property which at the time would be received upon conversion of the Series A Preferred.

(l) **Notice of Record Date.** Upon (i) any taking by the Company of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, (ii) any Deemed Liquidation Event, (iii) any stock dividend, stock split, combination of shares, reverse stock split, reorganization, recapitalization, or other reclassification affecting the Company's equity securities (each a "Recapitalization Event"), or (iv) any merger or consolidation of the Company with or into any other corporation, or any voluntary or involuntary dissolution, liquidation or winding up of the Company, the Company shall mail to each holder of the Series A Preferred at least ten (10) days prior to the record date specified therein (or such shorter period approved by the holders of a majority of the outstanding Series A Preferred) a notice specifying (A) the date on which any such record is to be taken for the purpose of such dividend or distribution and a description of such dividend or distribution, (B) the date on which any such Deemed Liquidation Event, Recapitalization Event, transfer, consolidation, merger, dissolution, liquidation or winding up is expected to become effective, and (C) the date, if any, that is to be fixed as to when the holders of record of the Common Stock (or other securities) shall be entitled to exchange their shares of the Common Stock (or other securities) for securities or other property deliverable upon such Deemed Liquidation Event, Recapitalization Event, transfer, consolidation, merger, dissolution, liquidation or winding up.

(m) **Automatic Conversion.**

(i) Upon either (A) the affirmative vote or consent of the holders of at least seventy-five percent (75%) of the outstanding shares of the Series A Preferred;

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or (B) at the closing of a firmy underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended (the "Act"), covering the offer and sale of the Common Stock for the account of the Company at a price of at least two (2) times the Series A Original Issue Price in which the gross proceeds to the Company (before underwriting discounts, commissions and fees) are at least one hundred million dollars (\$100,000,000) and with respect to which such Common Stock is listed for trading on either the New York Stock Exchange or NASDAQ (the "Qualified Initial Public Offering") (the time of such closing or the date and time of the event specified in such vote or written consent is referred to herein as the "Automatic Conversion Time"), (1) all outstanding shares of the Series A Preferred shall automatically be converted into shares of the Common Stock, at the then-effective Series A Preferred Conversion Rate, and (2) such shares may not be retained by the Company. Upon such automatic conversion, any declared and unpaid dividends on the Series A Preferred shall be paid in accordance with the provisions of Subsection 4(d).

(ii) The Company shall send to all holders of record of shares of the Series A Preferred written notice of the Automatic Conversion Time and the place designated for mandatory conversion of all such shares of the Series A Preferred pursuant to this Subsection 4(m). The Company need not send such notice in advance of the occurrence of the Automatic Conversion Time. Upon receipt of such notice, each holder of shares of the Series A Preferred shall surrender his, her or its certificate or certificates for all such shares (or, if such holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Company to indemnify the Company against any claim that may be made against the Company on account of the alleged loss, theft or destruction of such certificate) to the Company at the place designated in such notice, and shall thereafter receive a certificate or certificates for the number of shares of the Common Stock to which such holder is entitled pursuant to this Subsection 4(m). At the Automatic Conversion Time, all outstanding shares of the Series A Preferred shall be deemed to have been converted into shares of the Common Stock, which shall be deemed to be outstanding of record, and all rights with respect to the Series A Preferred so converted, including the right, if any, to receive notices and vote (other than as a holder of the Common Stock), will terminate, except only the rights of the holders thereof, upon surrender of their certificate or certificates (or lost certificate affidavit and agreement) therefor, to receive the items provided for in the last sentence of this clause (ii). If so required by the Company, certificates surrendered for conversion shall be endorsed or accompanied by written instrument or instruments of transfer, in form satisfactory to the Company, duly executed by the registered holder or by his, her or its attorney duly authorized in writing. As soon as practicable after the Automatic Conversion Time and the surrender of the certificate or certificates (or lost certificate affidavit and agreement) for the Series A Preferred, the Company shall issue and deliver to such holder, or to his, her or its nominee, a certificate or certificates for the number of full shares of the Common Stock issuable on such conversion in accordance with the provisions hereof, together with cash as provided below in lieu of any fraction of a share of the Common Stock otherwise issuable upon such conversion and the payment of declared and unpaid dividends on the shares converted.

(iii) All shares of the Series A Preferred shall, from and after the Automatic Conversion Time, no longer be deemed to be outstanding and, notwithstanding the failure of the holder or holders thereof to surrender the certificates for such shares on or prior

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to such time, all rights with respect to such shares shall immediately cease and terminate at the Automatic Conversion Time, except only the right of the holders thereof to receive shares of the Common Stock in exchange therefor and to receive payment of any dividends declared but unpaid thereon. Such converted shares of the Series A Preferred shall be retired and cancelled and may not be reissued as shares of such series, and the Company may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of the Series A Preferred accordingly.

(n) **Fractional Shares.** No fractional shares of the Common Stock shall be issued upon conversion of the Series A Preferred. All shares of the Common Stock (including fractions thereof) issuable upon conversion of more than one share of the Series A Preferred by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of any fractional share, the Company shall, in lieu of issuing any fractional share, pay cash equal to the product of such fraction multiplied by the Common Stock's fair market value (as determined in good faith by the Board) on the date of conversion.

(o) **Reservation of Stock Issuable Upon Conversion.** The Company shall at all times reserve and keep available out of its authorized but unissued shares of the Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A Preferred, such number of its shares of the Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Preferred. If at any time the number of authorized but unissued shares of the Common Stock shall not be sufficient to effect the conversion of all then-outstanding shares of the Series A Preferred, the Company will take such corporate action as may, in the opinion of its legal counsel, be necessary to increase its authorized but unissued shares of the Common Stock to such number of shares as shall be sufficient for such purpose.

(p) **Payment of Taxes.** The Company will pay all taxes (other than taxes based upon income) and other governmental charges that may be imposed with respect to the issue or delivery of shares of the Common Stock upon conversion of shares of the Series A Preferred, excluding any tax or other charge imposed in connection with any transfer involved in the issue and delivery of shares of the Common Stock in a name other than that in which the shares of the Series A Preferred so converted were registered.

5. **NOTICES.** All notices referred to herein shall be in writing and shall be deemed effectively given: (i) upon personal delivery to the party to be notified, (ii) when sent by confirmed electronic mail or facsimile if sent during normal business hours of the recipient; if not, then on the next business day, (iii) five (5) days after having been sent by registered or certified mail, return receipt requested, postage prepaid, or (iv) one (1) business day after deposit with a nationally recognized overnight courier, specifying next day delivery, with verification of receipt. All notices shall be addressed to each holder of record at the address of such holder appearing on the books of the Company.

6. **WAIVER.** Except as otherwise set forth in this Certificate of Designations, any of the rights, powers, preferences and other terms of the Series A Preferred set forth herein

CERTIFICATE OF DESIGNATIONS FOR THE SERIES A PREFERRED STOCK
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may be waived on behalf of all holders of the Series A Preferred by the affirmative written consent or vote of the holders of more than two thirds (2/3) of the shares of the Series A Preferred then outstanding.

IN WITNESS WHEREOF, the Company has caused this Certificate of Designations to be signed by its Chief Executive Officer this 6th day of September, 2011.

GLUCOTEC, INC.

Trefor Thomas

By: _____

Name: Trefor Thomas

Title: CEO and President

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CERTIFICATE OF DESIGNATIONS FOR THE SERIES A PREFERRED STOCK
OF GLUCOTEC, INC. - 17

TOTAL P.24